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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Aviation Partners Crew Leasing, L.L.C.

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Page Count	04
Estimated Charge	\$130.00

EFFECTIVE DATE

12-19-02

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Aviation Partners Crew Leasing, L.L.C.

Article II. Address

The Company's street and mailing address is:
Aviation Partners Crew Leasing, L.L.C.
3801 NE 207th Street
Aventura FL 33180

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Henry Gayer
3801 NE 207th Street
Aventura FL 33180

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Bill Hoffman | FL Bar Member 978795
Law Offices of Hoffman & Hoffman, P.A.
848 Brickell Avenue, Suite 900
Miami FL 33131
305-372-2877

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Article V. Management

This will be a member-managed company. The name and address of each member is:

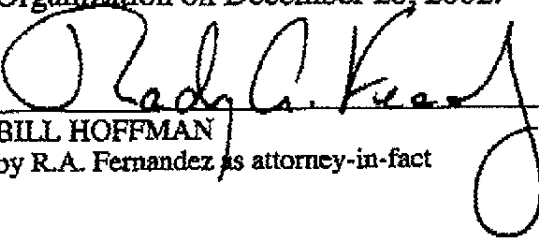
HENRY GAYER
3801 NE 207th Street Aventura FL 33180

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Article VI. Company Existence

The Company's existence shall begin effective as of December 19, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on December 20, 2002.


BILL HOFFMAN
by R.A. Fernandez as attorney-in-fact

Bill Hoffman | FL Bar Member 978795
Law Offices of Hoffman & Hoffman, P.A.
848 Brickell Avenue, Suite 900
Miami FL 33131
305-372-2877

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Aviation Partners Crew Leasing, L.L.C.

REGISTERED AGENT/OFFICE:

Henry Gayer
3801 NE 207th Street
Aventura FL 33180

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


HENRY GAYER
by R.A. Fernandez as attorney-in-fact

Date: December 20, 2002

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